

FORM ADV
Part 1 – Page 1

Uniform Application for Investment Adviser Registration

OMB APPROVAL

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This filing is an: <input type="checkbox"/> Initial Application or an: <input type="checkbox"/> Amendment	If this filing is an Amendment: • Give the Applicant's SEC File Number 801- _____ Yes No • Is Applicant now active in business as an Investment Adviser? <input type="checkbox"/> <input type="checkbox"/>
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WARNING: Failure to complete this Form accurately and keep it current subjects applicant to administrative, civil, and criminal penalties.

1.	A. Applicant's full name (If sole proprietor, state last, first, and middle name): _____			
	B. Name under which business is conducted, if different: _____			
	C. If business name is being amended, give previous name: _____			
2.	A. Principal place of business: (Number & Street – Do not use PO Box Number) (City) (State) (Zip Code)			
	B. Hours business is conducted at this location: from _____ to _____	C. Telephone Number (Area Code) (Telephone Number) at this location: _____		
	D. Mailing address, if different (Number and Street or PO Box Number) (City) (State) (Zip Code) from address given in 2A: _____			
	E. Is the address in Item 2A or 2D being amended in this filing? Yes No <input type="checkbox"/> <input type="checkbox"/>			
	F. On Schedule E give the addresses and telephone numbers of all offices at which applicant's investment advisory business is conducted, other than the one given in Item 2A.			
3.	A. If books and records required by Section 204 of the Investment Advisers Act of 1940 are kept somewhere other than at the principal place of business given in Item 2A, give the following information (if kept in more than one place, give additional names, addresses and hours of business on Schedule E): Name and address of entity where books and records are kept: _____ (Number and Street) (City) (State) (Zip Code)			
	B. Hours business is conducted at this location: from _____ to _____	C. Telephone Number (Area Code) (Telephone Number) at this location _____		

EXECUTION

For the purpose of complying with the laws of the State(s) I have marked in Item 7 relating to the giving of investment advice, I hereby certify that the applicant is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s), or such other person designated by law, and the successors in such office, my attorney in said State(s) upon whom may be served any notice, process or pleading in any action or proceeding against me arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s) and I do hereby consent that any such action or proceeding against me may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if I were a resident in said State(s) and had lawfully been served with process in said State(s).

The undersigned, being first duly sworn, deposes and says that he has executed this Form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits attached hereto and other information filed herewith, all of which are made a part hereof, are current, true and complete. The undersigned and applicant further represent that to the extent any information previously submitted is not amended, such information is currently accurate and complete.

Date:	Name of Applicant:	By (Signature)
Typed Name and Title:		
Scribed and sworn before me this _____ day of _____, 19_____		
By:		
My commission expires	County of	State of

Answer all items.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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4.	A.	Persons to contact for further information about this Form:	(Name)	(Title)
	B.	Mailing Address (Number and Street, City, State, Zip Code):	Area Code and Telephone Number: ()	
5.	A.	Applicant consents that notice of any proceeding before the Securities and Exchange Commission or a jurisdiction in connection with its investment adviser registration may be given by registered or certified mail or confirmed telegram to: (Last Name) (First Name) (Middle Name)		
	B.	(Number and Street)	(City)	(State) (Zip Code)
		6. Applicant's fiscal year ends: (Month) (Day)		
7.	In the box below, give status of applicant's investment adviser registration by indicating: "1" for pending "2" for registered "3" for withdrawn before registration within the last 10 years "4" for previously registered within the last 10 years			

Securities and Exchange Commission _____

AL ____ AK ____ AZ ____ AR ____ CA ____ CO ____ CT ____ DE ____ DC ____ FL ____ GA ____ HI ____ ID ____
IL ____ IN ____ IA ____ KS ____ KY ____ LA ____ ME ____ MD ____ MA ____ MI ____ MN ____ MS ____ MO ____
MT ____ NE ____ NV ____ NH ____ NJ ____ NM ____ NY ____ NC ____ ND ____ OH ____ OK ____ OR ____ PA ____
RI ____ SC ____ SD ____ TN ____ TX ____ UT ____ VT ____ VA ____ WA ____ WV ____ WI ____ WY ____ Puerto Rico ____
Other (Specify): _____

8. Applicant is a (check box that applies and complete those items):				
A.	<input type="checkbox"/> CORPORATION – Complete Schedule A.	(1) Date of incorporation (Month, Day, Year):	(2) Jurisdiction where incorporated:	
B.	<input type="checkbox"/> PARTNERSHIP – Complete Schedule B.	(1) Date of establishment (Month, Day, Year):	(2) Current legal address (Number, Street, City, State, Zip Code):	
C.	<input type="checkbox"/> SOLE PROPRIETORSHIP	(1) Date business began (Month, Day, Year):	(2) Current residence address of proprietor (Number, Street, City, State, Zip Code):	(3) Social Security No.
D.	<input type="checkbox"/> Other – Specify Complete Schedule C	(1) Date of establishment (Month, Day, Year):	(2) Current legal address (Number, Street, City, State, Zip Code):	
9.	Is the applicant taking over the business of a registered investment adviser? (If yes, describe the transfer on Schedule E, including the transfer date, and predecessor's full name, IRS employer number and SEC file number)			Yes No <input type="checkbox"/> <input type="checkbox"/>
10.	A. Does any person not named in Item 1A or Schedules A, B, C, through agreement or otherwise, control the management or policies of applicant? (If yes, state on Schedule E the exact name of each person and describe the basis for the person's control.)			Yes No <input type="checkbox"/> <input type="checkbox"/>
	B. Is the applicant financed by a person not named in Items 1A or Schedule A, B, C, other than by: (1) a public offering under the Securities Act of 1933; (2) credit given in the ordinary course of business by banks, suppliers or others; or (3) a satisfactory subordination agreement under Securities Exchange Act of 1934 Rule 15c3-1 (17 CFR 240.15c3-1)? If yes, state on Schedule E the exact name of each person and describe the arrangement through which financing is made available, including the amount.)			Yes No <input type="checkbox"/> <input type="checkbox"/>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page1).

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11. Disciplinary questions. Definitions:

- Advisory affiliate – A person named in Items 1A, 10A, or Schedules A, B, C; or an individual or firm that directly or indirectly controls or is controlled by the applicant, including any current employee except one performing only clerical, administrative, support, or similar functions.
- Investment or investment-related – Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank or savings and loan association).
- Involved – Doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

A. In the past ten years has the applicant or an advisory affiliate been convicted of or pleaded guilty or nolo contendere ("no contest") to:

- | | | | |
|-----|---|--------------------------|--------------------------|
| (1) | a felony or misdemeanor involving: | | |
| | • investment or an investment-related business | | |
| | • fraud, false statements, or omissions | | |
| | • wrongful taking of property or | Yes | No |
| | • bribery, forgery, counterfeiting, or extortion? | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) | any other felony? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |

B. Has any court:

- | | | | |
|-----|---|--------------------------|--------------------------|
| (1) | in the past ten years, enjoined the applicant or an advisory affiliate in connection with any investment-related activity? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) | ever found that the applicant or an advisory affiliate was involved in a violation of investment-related statutes or regulations? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

- | | | | |
|-----|--|--------------------------|--------------------------|
| (1) | found the applicant or an advisory affiliate to have made a false statement or omission? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) | found the applicant or an advisory affiliate to have been involved in a violation of investment regulations or statutes? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) | found the applicant or an advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) | entered an order denying, suspending or revoking the applicant's or an advisory affiliate's registration or otherwise disciplined it by restricting its activities? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |

D. Has any other federal regulatory agency or any state regulatory agency:

- | | | | |
|-----|--|--------------------------|--------------------------|
| (1) | ever found the applicant or an advisory affiliate to have made a false statement or omission or been dishonest, unfair, or unethical? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) | ever found the applicant or an advisory affiliate to have been involved in a violation of investment regulations or statutes? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) | ever found the applicant or an advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) | in the past ten years, entered an order against the applicant or an advisory affiliate in connection with an investment-related activity? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (5) | ever denied, suspended, or revoked the applicant's or an advisory affiliate's registration or license, prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |
| (6) | ever revoked or suspended the applicant's or an advisory affiliate's license as an attorney or accountant? | Yes | No |
| | | <input type="checkbox"/> | <input type="checkbox"/> |

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E. Has any self-regulatory organization or commodities exchange ever:

(1) found the applicant or an advisory affiliate to have made a false statement or omission?

Yes No
☐ ☐

(2) found the applicant or an advisory affiliate to have been involved in a violation of its rules?

Yes No
☐ ☐

(3) found the applicant or an advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

Yes No
☐ ☐

(4) disciplined the applicant or an advisory affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities?

Yes No
☐ ☐

F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or an advisory affiliate related to investments or fraud?

Yes No
☐ ☐

G. Is the applicant or an advisory affiliate now the subject of any proceeding that could result in a 'yes' answer to parts A – F of this item?

Yes No
☐ ☐

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant?

Yes No
☐ ☐

I. Does the applicant have any unsatisfied judgments or liens against it?

Yes No
☐ ☐

J. Has the applicant or an advisor affiliate of the applicant ever been a securities firm or an advisory affiliate of a securities firm that has been declared bankrupt, had a trustee appointed under the Securities Investor Protection Act, or had a direct payment procedure begun?

Yes No
☐ ☐

K. Has the applicant, or an officer, director, or person owning 10% or more of the applicant's securities failed in business made a compromise with creditors, filed a bankruptcy petition or been declared bankrupt?

Yes No
☐ ☐

L. If a 'yes' answer on Item 11 involves:

- an individual, complete a Schedule D for the individual
- a partnership, corporation, or other organization, on Schedule E give the following details of any court or regulatory action:
 - the organization and individuals named
 - the title and date of the action
 - the court or body taking the action
 - a description of the action.

12. Individual's Education, Business and Disciplinary Background. Complete a Schedule D for each individual who is:

A. The applicant, named in Part I Item 1A

B. A control person named in Part I Item 10

C. An owner of at least 10% of a class of applicant's equity securities

D. An officer, director, partner, or individual with similar status of applicant, described in Schedule A Item 2a, Schedule B Item 2, or Schedule C Item 2

E. A member of the applicant's investment committee that determines general investment advice to be given to clients

F. If applicant has no investment committee, an individual who determines general investment advice (if more than five, complete for their supervisors only)

G. An individual giving investment advice on behalf of the applicant in the jurisdiction in which this application is filed

H. An individual reporting a 'yes' answer to the disciplinary question, Part I Item 11.

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13. Does applicant have custody (see definition in instructions) of any advisory client:

A. Funds

Yes No
☐ ☐

B. Securities

Yes No
☐ ☐

C. If either answer is yes, the value of those funds and securities at the end of the applicant's last fiscal year was:

(1) ☐ under \$100,000

(3) ☐ \$1,000,001 to \$5,000,000

(2) ☐ \$100,000 to \$1,000,000

(4) ☐ Over \$5,000,000

14. Do any of applicant's related persons have custody (see definitions in instructions) of any advisory client:

A. Funds

Yes No
☐ ☐

B. Securities

Yes No
☐ ☐

If either is yes:

C. is that person a registered broker-dealer qualified to take custody under Section 15 of the Securities Exchange Act of 1934:

Yes No
☐ ☐

D. the value of those funds and securities at the end of applicant's last fiscal year was:

(1) ☐ under \$100,000

(3) ☐ \$1,000,001 to \$5,000,000

(2) ☐ \$100,000 to \$1,000,000

(4) ☐ Over \$5,000,000

Yes No

15. Does applicant require prepayment of fees of more than \$500 per client and more than 6 months in advance?

☐ ☐

16. With a few exceptions, the "brochure rule" (Advisers Act Rule 204-3) requires that clients must be given information about the investment adviser. Will applicant be giving clients (other than wrap fee clients) to be given Schedule H):

A. Part II of this Form ADV?

Yes No
☐ ☐

B. Another document that includes at least the information contained in Form ADV Part II?

Yes No
☐ ☐

17. A. The number of employees of applicant who perform investment advisory functions (including research, but excluding unrelated functions such as accounting) is: (Check only one box)

(1) ☐ 1 person, part time

(3) ☐ 2 – 9 persons

(2) ☐ 1 person primarily involved in providing investment advisory services

(4) ☐ 10 or more persons

B. The number of clients to whom applicant provided advisory services during the last fiscal year was:

(1) ☐ 14 or fewer

(4) ☐ 101 to 500

(2) ☐ 15 to 50

(5) ☐ over 500

(3) ☐ 51 to 100

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18. Assets Under Management: Discretionary

Does applicant manage client securities portfolios that receive continuous and regular supervisory or management services on a discretionary basis?

Yes No
☐ ☐

If yes, at the end of applicant's last fiscal year:

A. these securities portfolios numbered _____

B. these securities portfolios, in aggregate market value, totaled \$ _____ .00 (to nearest dollar)

Determine: (i) whether an account is a "securities portfolio"; (ii) whether a securities portfolio receives "continuous and regular supervisory or management services"; and (iii) the aggregate market value of such securities portfolio, in accordance with Instruction 7 of Schedule I to Form ADV.

19. Assets Under Management: Non-Discretionary

Does applicant manage or supervise client securities portfolios that receive continuous and regular supervisory or management services on a non-discretionary basis?

Yes No
☐ ☐

If yes, at the end of applicant's last fiscal year:

A. these securities portfolios numbered _____

B. these securities portfolios, in aggregate market value, totaled \$ _____ .00 (to nearest dollar)

Determine: (i) whether an account is a "securities portfolio"; (ii) whether a securities portfolio receives "continuous and regular supervisory or management services"; and (iii) the aggregate market value of such securities portfolio, in accordance with Instruction 7 of Schedule I to Form ADV.

20. Does applicant hold itself out as providing financial planning or some similarly termed services to clients?

Yes No
☐ ☐

If yes, during the last fiscal year applicant provided financial planning services to clients:

A. who numbered

(1) ☐ 14 or fewer

(4) ☐ 101 to 500

(2) ☐ 15 to 50

(5) ☐ over 500

(3) ☐ 50 to 100

B. whose investments in financial products based on those services totaled:

(1) ☐ Under \$100,000

(3) ☐ \$1,000,001 to \$5,000,000

(2) ☐ \$100,000 to \$1,000,000

(4) ☐ over \$5,000,000

21. Did applicant recommend securities to clients during its last fiscal year in which the applicant acted (itself or through a related person) as an underwriter, general or managing partner, or offeree representative, or had any ownership or sales interest (other than the receipt of normal and customary sales commissions as a broker or brokers representative)?

Yes No
☐ ☐

If yes, the approximate value of securities so recommended during its last fiscal year is:

A. ☐ under \$50,000

C. ☐ \$250,001 to \$1,000,000

B. ☐ \$50,000 to \$250,000

D. ☐ over \$1,000,000

22. Attach to this Form any financial statements required by the jurisdiction in which applicant is filing, other than the balance sheet required by Part II Item 14.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Part II – Page 1

Uniform Application for Investment Adviser Registration

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hours per response 9.01

Name of Investment Adviser:

Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code ()	Telephone Number:
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**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

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Definitions for Part II

Related person – Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services – Giving continuous investment advice to a client (or making investments for the client based on the individual needs of the client. Individual needs include, for example, the nature or other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees. (check the applicable boxes)**

Applicant:

For each type of service provided, state the approximate % of total advisory billings from that service. (See instructions below.)

- | | |
|--|---------|
| <input type="checkbox"/> (1) Provides investment supervisory services | _____ % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | _____ % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | _____ % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> (8) Provides a timing service | _____ % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes No
☐ ☐

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** – Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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3. Types of Investments – Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <input type="checkbox"/> A. Equity Securities | <input type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|--|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|--|---|
| (1) <input type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes ☐ No ☐

(If yes, describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institutions | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes ☐ No ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

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Date:

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services "and" impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes No
☐ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

B. Describe below the nature and frequency of regular reports to clients on their accounts.

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☐ ☐

(2) amount of the securities to be bought or sold?

Yes No

☐ ☐

(3) broker or dealer to be used?

Yes No

☐ ☐

(4) commission rates paid?

Yes No

☐ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☐ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4), or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of product, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☐ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☐

Schedule A of Form ADV FOR CORPORATIONS	Applicant:	SEC File Number:	Date:	Official Use
		801-		

(Answers for Form ADV Part I Item 8.)

1. This Schedule requests information on the owners and executive officers of the applicant.
2. Please complete for:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, director, and individuals with similar status or functions, and
 - (b) every person who is directly, or indirectly through intermediaries, the beneficial owner of 5% or more of any class of equity security of the applicant.
3. If a person covered by 2(b) above owns applicant indirectly through intermediaries, list all intermediaries and below them, if they are not subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934 but are:
 - (a) corporations, give their shareholders who own 5% or more of a class of equity security, or
 - (b) partnerships, give their general partners or any limited and special partners who have contributed 5% or more of the partnership's capital.
4. If the intermediary's shareholders or partners listed under 3 above are not individuals, continue up the chain of ownership listing their 5% shareholders, general partners, and 5% limited or special partners until individuals are listed.
5. Ownership codes are:

NA – 0 up to 5%	B – 10% up to 25%	D – 50% up to 75%
A – 5% up to 10%	C – 25% up to 50%	E – 75% up to 100%
6. Asterisk (*) names reporting a change in title, status, stock ownership or partnership interest or control. Double asterisk (**) names new on this filing.
7. Check "Control Person" column if person has "control" as defined in the instructions to this Form.

[illegible]

List below names reported on the most recent previous filing under this item that are being DELETED:

FULL NAME			Ending Date		CRD. No., or , if none Social Security Number
Last	First	Middle	Month	Year	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule B of Form
ADV
FOR PARTNERSHIPS**

Applicant:

SEC File Number:
801-

Date:

Official Use

(Answers for Form ADV Part I Item 8.)

1. This Schedule requests information on the owners and executive officers of the applicant.
2. Please complete for all general partners and with respect to limited and special partners all those who have contributed directly or indirectly through intermediaries, 5% or more of the partnership's capital.
3. If a person owns applicant indirectly through intermediaries, list all intermediaries and below them, if they are not subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934 but are:
 - (a) corporations, give their shareholders who own 5% or more of a class of equity security, or
 - (b) partnerships, give their general partners or any limited and special partners who have contributed 5% or more of the partnership's capital.
4. If the intermediary's shareholders or partners listed under 3 above are not individuals, continue up the chain of ownership listing their 5% shareholders, general partners, and 5% limited or special partners until individuals are listed.
5. Ownership codes are:

NA – 0 up to 5%	B – 10% up to 25%	D – 50% up to 75%
A – 5% up to 10%	C – 25% up to 50%	E – 75% up to 100%
6. Asterisk (*) names reporting a change in title, status, stock ownership or partnership interest or control. Double asterisk (**) names new on this filing.
7. Check "Control Person" column if person has "control" as defined in the instructions on this Form.

FULL NAME			Beginning Date		Title or Status	Owner- ship Code	Control Person	CRD No., or, if none Social Security Number	OFFICIAL USE ONLY
Last	First	Middle	Month	Year					

List below names reported on the most recent previous filing under this item that are being DELETED:

FULL NAME			Ending Date		CRD. No., or , if none Social Security Number
Last	First	Middle	Month	Year	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule C of Form
ADV for OTHER THAN
Partnerships and
Corporations**

Applicant:

SEC File Number:
801-

Date:

Official Use

(Answers for Form ADV Part I Item 8.)

1. This Schedule requests information on the owners and executive officers of the applicant.
2. Please complete for each person, including trustees, who participates in directing or managing the applicant.
3. Give each listed person's title or status, and describe the person's authority and beneficial interest in applicant. Sole proprietors must be identified in the "Title or Status" column.
4. Asterisk (*) names reporting a change in title, status, stock ownership, or partnership interest. Double asterisk (**) names new on this filing.

FULL NAME Last First Middle			RELATIONSHIP		CRD No., or, if none Social Security Number	Description of Authority and Beneficial Interest		
			Beginning Date					
			Month	Year				

List below names reported on the most recent previous filing under this item that are being DELETED:

FULL NAME Last First Middle			Ending Date		CRD No., or, if none Social Security Number
			Month	Year	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

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Date:

(Answer for Form ADV Part I Items 11 and 12.)

This Schedule is submitted for an individual who is: (Check all boxes that apply)

- ☐ A. the applicant, named in Part I Item 1A
- ☐ B. a control person, named in Part I Item 10A
- ☐ C. an owner of at least 10% of a class of applicant's equity securities
- ☐ D. an officer or director, partner, or individual with similar status of applicant, described in Schedule A, Item 2a, Schedule B Item 2, or Schedule C Item 2
- ☐ E. a member of the applicant's investment committee that determines general investment advice to be given to clients
- ☐ F. if applicant has no investment committee, an individual who determines general client advice (if more than five, complete for their supervisors only)
- ☐ G. an individual giving investment advice on behalf of the applicant in the jurisdictions checked below:

Securities and Exchange Commission _____

AL ____ AK ____ AZ ____ AR ____ CA ____ CO ____ CT ____ DE ____ DC ____ FL ____ GA ____ HI ____ ID ____
IL ____ IN ____ IA ____ KS ____ KY ____ LA ____ ME ____ MD ____ MA ____ MI ____ MN ____ MS ____ MO ____
MT ____ NE ____ NV ____ NH ____ NJ ____ NM ____ NY ____ NC ____ ND ____ OH ____ OK ____ OR ____ PA ____
RI ____ SC ____ SD ____ TN ____ TX ____ UT ____ VT ____ VA ____ WA ____ WV ____ WI ____ WY ____ Puerto Rico ____
Other (Specify): _____

- ☐ H. involved in any yes answer to the disciplinary question, Part I Item 11.

**SCHEDULE D of
FORM ADV
Page 2**

Applicant:

SEC File Number:
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Date:

(Answers for Form ADV Part I Items 11 and 12.)

1. Applicant investment adviser: (see Part I Item 1A)				IRS Empl. Ident. No.:						
2. Individual's full name for whom this Schedule is being completed:		Social Security Number:		CRD No., if any:		IRS Empl. Ident. No.:				
3. (a) Residence of individual:		(Number and Street)		(City)		(State) (Zip Code)				
(b) Birth Date:		(c) City:		(d) State or Province:		(e) Country:				
4. NAMES USED: List all names other than the one given in Item 2 above that the individual has used, including maiden names. (Last) (First) (Middle)										
5. EDUCATION. Start with last high school attended. If no degree received, state "none."										
	School: (Name, City and State)			Years Attended	Year Graduated	For College and above Degree Major				
6. BUSINESS BACKGROUND. Provide complete consecutive statement of all employment for the past ten years, beginning with the most recent position first										
	Name of Firm and Address		Kind of Business		Exact Nature of Connection or Employment		Beginning Date Month Year		Ending Date Month Year	
7. EXAMINATIONS/PROFESSIONAL DESIGNATIONS. List all jurisdiction, self-regulatory organization, and professional examinations and designations. Give examination or designation name (include any examination's title and number), body giving it, and date taken or conferred. If examination was waived, give details.										
8. PROCEEDINGS. For each 'yes' answer to Part I Item 11 involving the individual, give the following details of any court or regulatory action: <ul style="list-style-type: none">the adviser and individuals namedthe title and date of the actionthe courts or body taking the action, anda description of the action										

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE E of
FORM ADV
Continuation Sheet for Form ADV Part I**

Applicant:

SEC File Number:
801-

Date:

(Do not use this Schedule as a continuation sheet for Form ADV Part II or any other schedules.)

1. Full name of applicant exactly as stated in Item IA of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:

SEC File Number:
801-

Date:

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer

Complete amended pages in full, circle amended items and file with execution page (page 1).

**SCHEDULE G of
FORM ADV
Balance Sheet**

Applicant:

SEC File Number:
801-

Date:

(Answers in Response to Form ADV Part II Item 14.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Instructions

1. The balance sheet must be:
 - A. Prepared in accordance with generally accepted accounting principles
 - B. Audited by an independent public accountant
 - C. Accompanied by a note stating the principles used to prepare it, the basis of included securities, and any other explanations required for clarity.
2. Securities included at cost should show their market or fair value parenthetically.
3. Qualifications and any accompanying independent accountant's report must conform to Article 2 of Regulation S-X (17 DFR 210.2-01 et.seq.).
4. Sole proprietor investment advisers:
 - A. Must show investment advisory business assets and liabilities separate from other business and personal assets and liabilities
 - B. May aggregate other business and personal assets and liabilities unless there is an asset deficiency in the total financial position.

Complete amended pages in full, circle amended items and file with execution page (page 1).

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(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

1. **Applicability of Schedule.** This schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program ("sponsors"). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
2. **Use of Schedule.** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of the jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right hand corner of the cover page the sponsor's registration number (801-).
3. **General Contents of Brochure.** Unlike Parts I and II of this form, this Schedule is not organized in "check-the-box" format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosure that must be made in the brochure to satisfy the sponsor's duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
4. **Multiple Sponsors.** If two or more persons fall within the definition of "sponsors" in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
5. **Omission of Inapplicable Information.** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor's wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure prepared must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
6. **Updating.** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a "sticker," *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
7. **Contents of Brochure.** Include in the brochure prepared in response to this Schedule:
 - (a) one the cover page, the sponsor's name, address, telephone number, and the following legend in bold type or some other prominent fashion:

This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor's brochure;
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program ("portfolio managers"), and the services provided under each program (including the types of portfolio management services);

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- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (e.g., the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,

(2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,

(3) a reference to any standards (i.e., industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Items 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. **Organization and Cross References.** Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called for by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

	Page(s)		Page(s)		Page(s)
Item 7(a)	cover	Item 7(f)		Item 7(j)	
#7(b)		#7(g)		#7(k)	
#7(c)		#7(h)		#7(l)	
#7(d)		#7(i)		#7(m)	
#7(e)					

OMB APPROVAL	
OMB Number:	3235-0490
Expires:	February 28, 2001
Estimated average burden hours per response 0.87	

Applicant:	SEC File No 801-	Date: MM/DD/YY
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PART I – Eligibility for SEC Registration

Section 203(h) of the Investment Advisers Act of 1940 (“Advisers Act”) authorizes the Commission to cancel or deny the registration of any investment adviser that does not meet the criteria for SEC registration set forth in section 203A of the Advisers Act. This Part I requires applicant to declare whether it is eligible, or continues to be eligible, for Commission registration.

Check either (a) or (b):

(a) ☐ Applicant is eligible (or will remain eligible) for SEC registration.

For an applicant to be eligible (or remain eligible) for SEC registration, applicant must respond affirmatively (by checking the appropriate box or boxes) to at least one of the items (i) through (x) below:

Applicant:

(i) ☐ has assets under management of \$25 million (in U.S. dollars) or more:

Report assets under management in Part II if "assets under management" is the sole basis of applicant's eligibility for SEC registration (i.e., this item (i) is checked, and none of items (ii) through (x) below are checked).

(ii) ☐ has its principal office and place of business in Colorado, Iowa, Ohio, U.S. Virgin Islands or Wyoming (*See Instruction 3*);

(iii) ☐ has its principal office and place of business outside the United States (*See Instruction 3*);

(iv) ☐ is an investment adviser to an investment company registered under the Investment Company Act of 1940 (*See Instruction 4*);

(v) ☐ is a nationally recognized statistical rating organization;

(vi) ☐ is a pension consultant that qualifies for the exemption in rule 203A-2(b); (*See Instruction 5 (a)*);

(vii) ☐ is an investment adviser that controls, is controlled by, or is under common control with, an investment adviser eligible to maintain its registration with the Commission, and whose principal office and place of business is the same as the eligible adviser (*See Instruction 5(b)*);

(viii) ☐ is a newly formed adviser relying on rule 203A-2(d) (*See Instruction 5(c)*);

(ix) ☐ has received an order of the Commission exempting applicant from the prohibition of registration with the Commission.

Application number: 803-_____

Date of Commission's order: _____

(x) ☐ is a multi-state adviser relying on rule 203A-2(e) (*See Instruction 5(d)*).

(b) ☐ Registrant is no longer eligible for SEC registration. (*See Instruction 6*)

Applicant:	SEC File Number: 801-	Date: MM/DD/YY
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Page 3

Part II – Assets Under Management

Report assets under management if required by Part I (*i.e.*, if item I(a)(i) is checked yes “(x)” and is the sole basis for applicant’s eligibility for SEC registration.

State the amount of applicant’s assets under management (in U.S. dollars): (*See Instruction 7*)

\$ _____ .00 (in U.S. dollars)

Applicants are reminded that it is a violation of section 207 of the Advisers Act to make any untrue statement of a material fact in any report filed with the Commission, or willfully to omit to state in any such report any material fact that is required to be stated therein.